

B 210A (Form 210A) (12/09)

**United States Bankruptcy Court
Southern District of New York**

In re Lehman Brothers Holdings Inc., et al., Debtors.

Case No. 08-13555 (JMP)
(Jointly Administered)

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the partial transfer, other than for security, of the claim referenced in this evidence and notice.

EMPYREAN INVESTMENTS, LLC

CITIGROUP FINANCIAL PRODUCTS INC.

Name of Transferee

Name of Transferor

Name and Address where notices to transferee
should be sent:

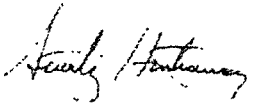
Court Claim # (if known): 28105
Amount of Claim Transferred: \$20,000,000.00 (as
allowed)
Date Claim Filed: 9/22/09
Debtor: Lehman Brothers Special Financing Inc.

Attn:

Empyrean Investments, LLC
10250 Constellation Blvd., Suite 2950
Los Angeles, CA 90067
Attention: Sterling Hathaway
Telephone: 310-843-3070
Facsimile: 310-843-4915
Email: shathaway@emyprean.com

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

EMPYREAN INVESTMENTS, LLC

By: 
Name of Transferee/Transferee's Agent

Date: September 6, 2012

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

Acknowledged and Agreed:

CITIGROUP FINANCIAL PRODUCTS INC.

By: _____
Name of Transferor/Transferor's Agent

Date: _____

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

EMPYREAN INVESTMENTS, LLC


By: _____
Name of Transferee/Transferee's Agent

Date: _____

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

Acknowledged and Agreed:

CITIGROUP FINANCIAL PRODUCTS INC.

By: 
Name of Transferor/Transferor's Agent
Scott R. Evan
Authorized Signatory

Date: September 10, 2012

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court")
Attn Clerk

AND TO Lehman Brothers Holdings Inc (the "Debtor")
Case No 08-13555 (JMP) (Jointly Administered) (the "Case")

Proof of Claim Number 28105

CITIGROUP FINANCIAL PRODUCTS INC. and its successors and assigns ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned unto

EMPYREAN INVESTMENTS, LLC

and its successors and assigns ("Buyer"), all right, title and interest in and to Proof of Claim Number 28105, solely to the extent of \$20,000,000.00, (the "Claim") against Debtor in the Case in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Partial Transfer of Claim by its duly authorized representative dated September 10, 2012.

CITIGROUP FINANCIAL PRODUCTS INC.

EMPYREAN INVESTMENTS, LLC

By 
Name
Title **Scott R. Evan**
Authorized Signatory

By _____
Name Sterling Hathaway
Title Authorized Signatory

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court")
Attn: Clerk

AND TO: Lehman Brothers Holdings Inc. (the "Debtor")
Case No. 08-13555 (JMP) (Jointly Administered) (the "Case")

Proof of Claim Number 28105

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EMPYREAN INVESTMENTS, LLC

and its successors and assigns ("Buyer"), all right, title and interest in and to Proof of Claim Number 28105, solely to the extent of \$20,000,000.00, (the "Claim") against Debtor in the Case in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

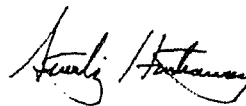
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CITIGROUP FINANCIAL PRODUCTS INC.

EMPYREAN INVESTMENTS, LLC

By: _____
Name:
Title:

By:  _____
Name: Sterling Hathaway
Title: Authorized Signatory